

RECORDATION NO.

17674-B  
FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D C

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

FEB 02 '12 -9 3 0 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A LESTER

February 2, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Release of Security Interest (Union Pacific Equipment Trust Series C), dated as of February 1, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement previously filed with the Board under Recordation Number 17674.

The name and address of the party to the enclosed document are:

Trustee: Citibank, N.A.  
120 Wall Street, 13th Floor  
New York, NY 10043

[Railroad: Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, NE 68179]

Chief  
Section of Administration  
February 2, 2012  
Page 2

A description of the railroad equipment covered by the enclosed document is.

68 locomotives RELEASED: UP 9456 – UP 9480 and within the series UP 2364 – UP 2467 (formerly marked within the series UP 6269 - UP 6312) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Bill of Sale and Release of Security Interest (Union Pacific Equipment Trust Series C).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Edward M. Luria

EML/sem  
Enclosures

FEB 02 '12 -9 30 AM

**UNION PACIFIC EQUIPMENT TRUST SERIES C  
BILL OF SALE AND RELEASE OF SECURITY INTEREST**

**SURFACE TRANSPORTATION BOARD**

WHEREAS, by a certain Equipment Trust Agreement, dated as of January 15, 1992, executed by Citibank, N A., as Trustee (the "Trustee") and Union Pacific Railroad Company (the "Railroad"), there was established the "Union Pacific Equipment Trust Series C" (the "Agreement");

WHEREAS, by the terms of said Agreement, as supplemented from time to time, the Trustee did lease to the Railroad certain units of railroad equipment described in Exhibit A attached hereto (the "Equipment");


WHEREAS, a memorandum of the Agreement was filed on January 17, 1992 under Recordation Number 17674 with the Interstate Commerce Commission (predecessor of the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303; and

WHEREAS, the Railroad has paid in full the indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement, and has performed all obligations therein contained with respect thereto.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full with respect to the Equipment; (b) sell, assign, convey, and transfer to the Railroad all its right, title and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreement.

IN WITNESS WHEREOF, the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 1<sup>st</sup> day of February, 2012.

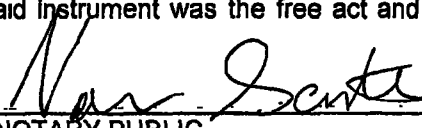
CITIBANK, N A

By:   
Name: John Hannon  
Title: Vice President

STATE OF NEW YORK       )  
  ) ss:  
COUNTY OF NEW YORK    )

**NOREEN IRIS SANTOS**  
Notary Public, State of New York  
Registration #01SA6228750  
Qualified in Nassau County  
Commission Expires Sept. 27, 2014

On this 1<sup>st</sup> day of February, 2012, before me personally appeared John Hannon, to me personally known, who, being by me duly sworn, did say that he is a Vice President of Citibank, N.A that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of said Instrument was the free act and deed of the corporation.

  
NOTARY PUBLIC

**NOREEN IRIS SANTOS**  
Notary Public, State of New York  
Registration #01SA6228750  
Qualified in Nassau County  
Commission Expires Sept. 27, 2014

**EXHIBIT A**  
**to**  
**UNION PACIFIC EQUIPMENT TRUST SERIES C**  
**BILL OF SALE AND RELEASE OF SECURITY INTEREST**

<b>Quantity</b>	<b>Manufacturer &amp; Description</b>	<b>Mark</b>	<b>Original Number</b>	<b>Current Number</b>
25	General Electric Company Dash 8-40CW diesel electric locomotives	UP	9456	
		UP	9457	
		UP	9458	
		UP	9459	
		UP	9460	
		UP	9461	
		UP	9462	
		UP	9463	
		UP	9464	
		UP	9465	
		UP	9466	
		UP	9467	
		UP	9468	
		UP	9469	
		UP	9470	
		UP	9471	
		UP	9472	
		UP	9473	
		UP	9474	
		UP	9475	
		UP	9476	
		UP	9477	
		UP	9478	
		UP	9479	
		UP	9480	

Exhibit A continued on next page.

**Exhibit A (cont'd)**

<b>Quantity</b>	<b>Manufacturer &amp; Description</b>	<b>Mark</b>	<b>Original Number</b>	<b>Current Number *</b>
43	General Motors Corporation Electro-Motive Division Model SD-60 diesel electric locomotives	UP	6269	2424
		UP	6270	2416
		UP	6271	2426
		UP	6272	2427
		UP	6273	2438
		UP	6274	2429
		UP	6275	2430
		UP	6276	2431
	* Note: The EMD SD-60 locomotives were re-numbered within the series UP 2364 – UP 2467, as shown. Evidence of renumbering was filed with the Surface Transportation Board on December 18, 2008, under Recordation File No. 17674-A.	UP	6277	2432
		UP	6278	2434
		UP	6279	2433
		UP	6280	2435
		UP	6281	2436
		UP	6282	2437
		UP	6283	2428
		UP	6284	2439
		UP	6285	2440
		UP	6286	2441
		UP	6287	2442
		UP	6288	2443
		UP	6289	2444
		UP	6290	2445
		UP	6291	2446
		UP	6292	2447
		UP	6294	2449
		UP	6295	2450
		UP	6296	2452
		UP	6297	2451
		UP	6298	2453
		UP	6299	2454
		UP	6300	2364
		UP	6301	2456
		UP	6302	2457
		UP	6303	2458
		UP	6304	2459
		UP	6305	2460
		UP	6306	2461
		UP	6307	2462
		UP	6308	2463
		UP	6309	2464
		UP	6310	2465
		UP	6311	2466
		UP	6312	2467

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 2/2/2012

Edward M Luria  
Edward M. Luria